Matchaah Holdings, Inc.

Quarterly Disclosure Statement

March 31, 2018

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PART A – GENERAL COMPANY INFORMATION

ITEM I – **The exact name of the issuer and its predecessor (if any).**

Matchaah Holdings, Inc.
(formerly Gear International, Inc.)

ITEM II – **The address of the issuer's principal executive offices.**

Matchaah Holdings, Inc.

10901 Nesbit Avenue South
Bloomington, MN 55437

Phone: 844.563.4832

Website: www.matchaah.com

ITEM III – **The jurisdiction(s) and date of the issuer's incorporation or organization.**

Incorporated in the State of Nevada on November 25, 1996
Domesticated in the State of Wyoming on September 16, 2010
Reorganized in Delaware pursuant to Delaware General Corporation Law Section 251(g) on December 21, 2016.

PART B – SHARE STRUCTURE

ITEM IV – **The exact title and class of securities outstanding.**

Title/Class	CUSIP#	Symbol
Common	57667H 106	MCHA

Preferred
Series A

Preferred
Series B

ITEM V – **Par or stated value and description of the security.**

A.

Title/Class	**Par Value**
Common	$0.0001
Preferred	$0.0001

B. Common Stock

a. Dividends – None
b. Voting Rights – one vote per share of common stock
c. Preemption Rights – None
d. Material Rights – None
e. Provisions in Charter or By-Laws that would delay, defer or prevent a Change in control of the issuer – None.

2016:

On November 28, 2016, various shareholders returned a total of 384,443 shares for cancellation.

On November 30, 2016, a total of 192,222 shares were issued to an officer in payment of $32,200.00 of accrued salaries.

On November 30, 2016, a total of 192,221 shares were issued to an individual in payment of $32,200 of debt.

On December 21, 2016, in conjunction with the 251(g) reorganization:
-The former sole officer/sole director returned the remaining six (6) Series A Preferred Control Shares to the Company, in addition to the four (4) Series A Preferred Control Shares previously returned to the Company on July 11, 2015 and held as Treasury Stock. The officer exchanged $60,000 of the outstanding balance owed to him for 500,000 shares of common stock pursuant to Section 3(a)10 of the Securities Act of 1933, as amended.
-The new CEO/director was issued 43,000,000 common shares, 9 Series A shares and 332,700 Series B shares in exchange for certain shares he owned in Matchaah, Inc.
-An individual and new Secretary was issued 5,000,000 common shares, 1 Series

A share and 36,967 Series B shares in exchange for certain shares he owned in Matchaah, Inc.

-Two individuals each exchanged $60,000 of debt for 500,000 common shares each, pursuant to Section 3(a)10 of the Securities Act of 1933, as amended.
–An entity and three individuals purchased 340,000 common shares in exchange for $170,000 cash. As of December 31, 2016 the shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.
-During the quarter ended September 30, 2017, an entity and five individuals purchased 254,579 common shares in exchange for $180,001 cash. As of December 31, 2017, 92,079 of these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet. During the Quarter ended March 31, 2018 the Company issued the 92,079 shares to those shareholders.
-On October 1, 2017, the Company agreed to issue 50,000 common shares to an individual in exchange for $19,200 rent. As of December 31, 2017 these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet. During the Quarter ended March 31, 2018 the Company issued the 50,000 shares to the shareholder.
During the first Quarter ending March 31, 2018, the Company committee to issue an additional 50,000 shares at a value of $0.70 per share to an individual for services rendered in connection with the Company's quarterly filings and the preparation of documents for the Company's auditors those shares have not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet during the Quarter ended March

Preferred Stock

Series A: The holders of the Series A Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series A Preferred Stock shall have super-voting rights equal to the total aggregate number of all common shares and all preferred shares issued and outstanding. The Series A Preferred Shares shall have no conversion rights.

Series B: The holders of the Series B Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series B Preferred Stock shall have votes based upon its conversion rate and converts to common on a basis of .01-for-1. Each share of the Series B Preferred Shares will therefore be entitled to one one-hundredth votes per share and each share of the Series B Preferred Shares may be converted, at the option of the holder, at any time, and / or from time to time, into one one-hundredth (.01) shares of the Corporation's common stock.

ITEM VI – **The number of shares or total amount of the securities outstanding for each class of securities authorized:**

Common Stock	3-31-18	3-31-17
Shares authorized	200,000,000	200,000,000
Shares outstanding	50,455,753	50,062,557
Freely tradable	5,700,090	5,617,182
Beneficial shareholders	0	0
Shareholders of record	392	384
Preferred Stock Series A		
Shares authorized	10	10
Shares outstanding	10	10
Freely tradable	0	0
Beneficial shareholders	2	0
Shareholders of record	2	0
Preferred Stock Series B		
Shares authorized	600,000	600,000
Shares outstanding	600,000	600,000
Freely tradable	0	0
Beneficial shareholders	2	2
Shareholders of record	2	2

PART C – BUSINESS INFORMATION

ITEM VII – **The name and address of the transfer agent**

ACTION STOCK TRANSFER CO.
2469 E. Fort Union Blvd, Suite 214
Salt Lake City, UT 84121
Tel: (801) 274-1088
www.actionstocktransfer.com

The transfer agent is registered with the SEC.

ITEM VIII– **The nature of the issuer's business**

A. Business Development

The Issuer is a Corporation

The initial business of its predecessor started in October 1, 1996
Fiscal Year is December 31

All notes payable are being paid according to the terms or according to agreement.

Control of the company changed on December 21, 2016 and pursuant to the Holding Company Statute in Delaware, Section 251(g) and under the Agreement dated December 21, 2016 Matchaah Holdings, Inc. was incorporated on December 21, 2016 as the successor issuer to Gear International, Inc.

There is no pending or threatened legal action.

B. Business of Issuer

1. SIC Code Primary 5149, Secondary 2080
   Matchaah Holdings, Inc. develops and manufactures healthy beverages, blends, mixes and groceries made with matcha tea to sell to the grocery, drug, mass, club, convenience store, ecommerce and foodservice channels.

2. The company is not a shell and has never been a "shell company".

3. Matchaah Holdings, Inc. does not anticipate any unusual or unduly restrictive government regulations that would affect the operations of the Company.

4. Matchaah Holdings, Inc. invests in certain research and development, including syndicated data to understand consumer insights, trends, category and competitor performance as well as new formulation development based on future trends.

5. The costs of compliance with Federal, State or Local laws is not now nor anticipated to be excessive.

6. The Company currently employs six persons.

ITEM IX – **The nature of products or services offered.**

A. Principal products or services, and their markets;
Matchaah Holdings, Inc. and its wholly owned subsidiary Matchaah, Inc. have developed a full brand line of consumer products that are marketed under the brand name MATCHAAH™, consisting of ready to drink beverages, blends and mixes made with matcha tea in multiple flavors and formats. The Company spun off Gear International Holdings, Inc. into escrow and as a result, has discontinued involvement and pursuit of the

golf related patents, trademarks, other intellectual property and any patent infringement claims or potential golf equipment licensing; gold and silver exploration, mining projects, and all of that former subsidiary's prior business opportunities and activities.

B. Distribution methods of the products or services;

To deliver the Company's products to the end user (the consumer), the Company uses a combination of third party logistics providers and a network of DSD and traditional distributors, primary grocery wholesalers and other specialty distributors to supply its retail, foodservice and other customers, as well as ecommerce.

C. Status of any publicly announced new product or service;

The Company has developed a complete line of new products not all of which have been announced as of this time. As of the date of this report, the Company had launched its MATCHAAH™ Shots and its MATCHAAH Instant Latte as well as its SoMATCHAAH™ sparkling slim can beverage. The Company plans to launch s new version of its MATCHAAH Instant Latte and an additional product by the end of the second quarter of 2018 with additional products anticipated to launch by the end of the second or third quarter of 2018.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The food and beverage industry is highly competitive with many large well established players. Many of these larger players are better capitalized and have more resources and better distribution than the Company. However most companies in the matcha market have responded to increased consumer demand by offering it in its traditional form, primarily differentiated by its packaging. Realizing that matcha tea in its traditional form is inconvenient for many consumers and often an acquired taste, Matchaah realized the opportunity to broaden the consumer reach and distribution; and to differentiate its products by producing product formats and flavors that are appealing to tea drinkers and non-tea drinkers alike. That way consumers who want the benefits and functionality of matcha tea can experience them in convenient formats in flavors they already know and love.

There are a number of smaller niche players in the emerging beverage market which, like the Company, are entrepreneurial in nature. However, these smaller competitors tend to be focused on a single product or a single limited product line and generally lack the larger product offering or multiple distribution channels that the Company has developed.

Although the Company has developed unique formulations and marketing strategies for each of its product platforms, larger potential competitors could develop competing formulas and marketing strategies. In general however, a trend has emerged with these larger market participants. That is, they tend to be so large that they have recognized that they are not efficient at innovation and product development and as a result, many of these consumer product based companies now look for growth through the acquisition of new brands and companies that have already deployed their own resources on product development and have gained market share. They seek attractive acquisition candidates.

In approaching these multi-billion dollar markets, the Company has focused on a small segment of the tea market that has demonstrated a very high probability for exceptional growth and has developed products that transcend the standard tea category. To that end and as part of its strategy to address competitive pressures within the market, the Company developed several product platforms to capitalize on the opportunity in multiple retail categories and multiple distribution channels. Thus, the competitive approach is not simply creating a product in a fast growing market segment but rather, to create multiple products for the fastest growing market segments, using product platforms and formulations that meet consumer needs on all levels and, as a result, not just diversifying risk but maximizing opportunities.

E. Sources and availability of raw materials and the names of principal suppliers;

The primary ingredients that are used in the Company's products are commodity based items and the Company makes its purchase decisions based largely on price, quality and availability.

F. Dependence on one or a few major customers;

The Company is not dependant on any one customer. As stated, part of its business plan has been based on multiple product platforms so that its revenues would derive from multiple retail categories and multiple distribution channels. Notwithstanding this approach, there are likely to be certain customers within certain distribution channels that represent a larger relative percentage of sales for that particular channel; but the fact that the Company has products that fit in multiple distribution channels and retail categories helps to mitigate the risks associated with having a limited number of large customers. The Company does not see dependence on major customers as a significant risk factor.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; The

Company has registered marks on the following:
Matchaah!®,
Matchaah Shots®,
SoMatchaah®,
Tea for Better Being™, and
Brands for Better Being™

H. **The need for any government approval of principal products or services and the status of any requested government approvals.** Most or all of the Company's products must meet FDA label claim requirements.

ITEM X – **The nature and extent of the issuer's facilities**

The Company's principal executive offices are located at 10901 Nesbit Avenue South, Bloomington, MN 55437.

The current address for all Officers and Directors is: 10901 Nesbit Avenue South, Bloomington, MN 55437 and telephone number is 844.563.4832.

PART D – MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

ITEM XI – **The name of the chief executive officer, members of the board of directors, as well as control persons all positions and offices with the Company held by such person, the period during which he has served as such, and the principal occupations and employment of such persons during the last five years:**

A. Officers and Directors

Name/Address	**Officer/Director**	**Compensation**	**Shares Beneficially Owned**
Paul Henson 10901 Nesbit Avenue S. Bloomington, MN 55437	CEO, President	$187,500	9 Series A 332,700 Series B 43,000,000 Common
Peder K. Davisson 10901 Nesbit Avenue S. Bloomington, MN 55437	Secretary and Chief Counsel	$135,000	1 Series A 36,967 Series B 4,898,000 Common

B. Legal/Disciplinary History

Within in the last five years, none of the foregoing persons has been convicted in a criminal proceeding or has been named as a defendant in a criminal proceeding; been subject to an order, judgment or decree by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities; been subject to a finding or judgment by a court of competent jurisdiction, the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator, of a violation of federal or state securities or commodities law; or been subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Family Relationships

There are no family relationships among or between the issuer's directors, officers or beneficial owners of more than five percent of any class of the issuer's equity securities.

D. Related Party Transactions

On September 28, 2016, the Company's wholly-owned subsidiary, Matchaah, Inc., acquired certain intellectual property from CPG Logic, Inc., a company owned by the Company's CEO, Paul Henson, for $600,000. The sale included tradename, formulas, trade secrets, packaging designs, artwork, customer lists and other intangible assets. Under the terms of the sale, the purchase price of $600,000 is to be paid as follows: $25,000 on or before December 31, 2016 and the balance of $575,000 to paid out of revenues each month limited to 5% of gross revenues actually collected, net of returns and allowances. At the Company's option, $300,000 of this debt can be converted into shares of the Company's common stock based on a conversion rate of $4 per share. Matchaah has the right to defer payment under the agreement until October 1, 2018.

During the year quarter ended March 31, 2017 the Company issued 200,000 warrants to its CEO/President and 200,000 warrants to its Secretary/Chief Counsel as part of their compensation packages. The warrants have an exercise price of $0.70 and an expiration date of December 31, 2021. As of December 31, 2017, 50,000 of these warrants had vested to each officer.

E. Conflicts of Interest

There were no conflicts of interest with any executive officer or director with competing professional or personal interests.

ITEM XII – **Financial information for the issuer's most recent and preceding fiscal period.**

SEE ATTACHED FINANCIAL STATEMENTS

ITEM XIII – **Beneficial Owners**

Paul Henson	9 Series A 332,700 Series B 43,000,000 Common
Peder K. Davisson	1 Series A 36,967 Series B 4,898,000 Common

ITEM XIV - **The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

<u>Legal Counsel</u>

Davisson & Associates, PA
Peder K. Davisson
4124 Quebec Avenue North, Suite 306
Minneapolis, MN 55427
pederd@davissonpa.com
763-355-5678

ITEM XV – **Management's Discussion and Analysis or Plan of Operation**

<u>Overview</u>

After successfully lunching the company's first two products in the last half of 2017, the company took the first quarter of 2018, using the insight it gained from the promotional in/out sales that it secured in 2017, to focus on the several areas in preparation for a broader scale roll-out of its current products and a new ready-to-drink ("RTD") beverage through a new distribution network in Q2, 2018, and to be as successfully positioned as possible for center store retail placement.

Distribution

As the company worked to finalize distribution agreements and get through the "set-up" process with the distribution partners that it initiated in Q4, 2017, it also prepared for the new RTD beverage roll out as distribution is necessary to go to market with a new RTD beverage. This is an arduous process. The "set-up" can take months with each distributor. Furthermore, beyond the rigorous vetting, substantial product liability insurance requirements, detailed product and material safety documentation, manufacturing certifications and proof of quality production standards with co-packers, in order to become a vendor with some of the large national and multi-regional distributors that Matchaah became and approved for in Q1, 2018, it is typically first required that there are bona fide commitments, requests, for product from the distributors "key retail accounts", or commitments from a minimum number of retail accounts within a specific region based on their desired annual goals for each vendor and region. Management has been strategically targeting distribution partners for months to be positioned for a spring launch on its RTD beverage (SoMATCHAAH!) which is the optimal time for a new beverage launch and aligns with most retail category resets for the segment. This has been an ongoing discussion and an evolving strategy as each distribution agreement can impact the other.

An agreement with one distributor can eliminate an opportunity to work with another, therefore, it takes time to negotiate and consider the long-term strategy. Each distributor has its limitations and advantages and different margin requirements. The majority of local/regional DSD beverage distributors have "buyout" clauses and require exclusivity in their region. There are certain distributors who are preferred by some retail customers and who are able to achieve rapid retail placement throughout their region. Some are able to immediately access new channels of distribution as well. Their ability to access specific placement in-store must also be considered. The disadvantage for Matchaah in using beverage DSD distributors is that they are only able to distribute the RTD beverages and therefore Matchaah is working with two distributors for one account, also making it more difficult as other distributors who are able to service Matchaah's targeted accounts typically want an entire brand line, not limited items within the brand. Management is currently reviewing and discussion multiple proposals from DSD distributors, including distributors within the AB (Anheuser-Busch) network through there NA (non-alcoholic) divisions. One of these distributors is the oldest AB distributor in the nation. Each of them have also sent referrals to other distributors who cover regions that pick up where there's stops. And advantage of being in the A.B. network is that we are able to reach multiple distribution channels and in some regions able to achieve 100% coverage for an entire state from one initial contact. These proposals, with the exception of two, do not include the other products. Two of them are offering to distribute MATCHAAH Shots as well as SoMATCHAAH. Management has considered the impact this would have on our targeted retail accounts and other distributors who can service them well and prefer all products flow through one distributor for each account for now. This can change as management, to date, has been able to gain retail commitments and distribution agreements without a buyout or an exclusivity clause. This, however, could change in the second quarter.

Once a distribution partner is selected, pricing and promotional strategies must be carefully considered as they each have specific margin requirements and unique, vendor only marketing opportunities. Some distributors require gross margins that are prohibitive for Matchaah and its retail customers to meet the desired retail price points that management has set based based on insights from testing in 2017 and determined to be best positioned to produce successful sales velocities at point of sale.

The company also has promotional pricing targets and frequencies that are difficult to achieve with certain distributors while maintaining an acceptable margin. Management has been weighing the cost of some distributors to the ability to increase distribution and access new retail doors rapidly, understanding that as volume increases costs decrease and determining where the number is to recover compressed margins, especially in the beginning of the distribution partnership.

The cost of distribution on paper in the beginning of a launch through is higher than going direct to retail, however, very few retailers will bring a new beverage in direct. If management has a deep understanding of the tools, and risks using these distributors, a product launch can be profitable through distribution quickly. There costs up front for marketing, ads, exclusive buying shows and initial order discounts, however, there is also access to collectively more than 50,000 new retail doors with the distributors Matchaah has become a supplier to in Q1, which is a great opportunity and risk at the same time.

Most of the distributors we chose to work with have marketing programs that allow us to specifically target accounts and/or regions, offering unique deals to become visible and attractive to new retail buyers quickly. There is risk, which the company has recently experienced, where a product is tested in a specific account in a specific region and it performance well, that region or the account manager for the account the product was tested in then notifies other account managers in that region which initiates unexpected sales and purchase orders. This can make it difficult to plan inventory. We are primarily targeting traditional retail category research for each of our product categories, however, there are some regional accounts capable of doing significant volume that do not operate on category reviews and will bring in products anytime they want if they feel there is potential for immediate incremental sales. Because beverage is such a fast moving and high growth category, with many segments within the category, orders can happen suddenly and unexpectedly.

Matchaah has limited feedback on actual velocities, however, at the time of settling this it has received a report from a small regional grocery chain which showed an average of more than 8 units per store per day across the chain. Additionally, in the second week of Q2, a new distributor began setting up Matchaah as they received insight from one of its stores who had tested SoMATCHAAH for one week and sold through the initial order completely, initiating the set up of all MACHAAH products so the approximate 300 retail stores it services will have access in Q2 to the products.

Management anticipates 70% of its revenue to come from distributors in Q2 and Q3. There will be accounts that take our products direct through their distribution centers, allowing the company to see a higher margin.

The potential risks of the current distribution model are rapid and unexpected growth and charge backs due to mistakes made by fulfillment. It is imperative that management focuses in Q2 in refining its fulfillment and logistics models, in addition to its forecasting models to minimize the risk of out of stocks and fulfillment mistakes causing unnecessary fines and charge-backs.

<u>Products</u>

The first area of focus for management in the first quarter, pertaining to the company's products, was the insight gained from testing the company's first two product launches in late 2017. These products were tested on a promotional in/out basis collectively in over 400 stores across the country and in a variety of retail formats, placements, categories and distribution channels and at various prices and promotions. The following areas were analyzed, considered and/or addressed to position these products for success at point of sale and to achieve the velocities the company is targeting for revenue projections in 2018.

❒ Packaging
❒ Retail price points
❒ Wholesale costs
❒ Pack sizes
❒ Promotional strategies
❒ Placement/category strategies

The packaging was redesigned, and a new messaging hierarchy was created for the entire brand line. This insight was also used to make refinements to the new SoMATCHAAH! product prior to the first production run to minimize the number of changes needed since beverage requires significantly large minimum run quantities. The entire brand line, including future products have new brand guidelines that will also be used to create POS/POP merchandising vehicles and other consumer marketing assets to be used for in-store and shopper marketing s well as trade marketing. This insight and experience will also be leveraged with a new social media agency the company plans to retain in Q2, 2018. This agency is one of the most respected agencies for beverage and will be announced when finalized via press release.

There is stronger brand continuity across the entire line moving into 2018. There have been packaging material changes as well to support the premium position the brand has in the market. Other changes include price points, retail pack sizes and case pack sizes for promotional purposes which impact both margin through distribution and trial at point of sale. The goal was to evaluate velocities at various price points and lifts on promotions to determine the impact each has on the overall profit margin and store level movement. For example, if velocities are higher at certain price points but dollar sales go down, the company and its customers would be better served at higher price points and lower sales velocities. If velocities are higher at lower costs to the extent that it allows us to secure more distribution based on higher brand rankings with syndicated date, then lower margins might be outweighed by expanded distribution and more facings on shelf or additional touch points in the store. Management feels that is has an effective pricing and promotional plan to implement with distributors in Q2.

The other area of focus relating to products in Q1 was the launch of SoMATCHAAH. Enough insight was gained on the packaging side that management feels no packaging changes are needed after the initial run and that a subsequent run can be scheduled after minor adjustments on the production side. The production of SoMATCHAAH was overall a success, even with the initial yield being lower than anticipated. Management has enough insight now to set expectations on loss and future yield when scaling up on subsequent runs. There are several factors that we considered and/or evaluated on the initial run including;

❒ Yield in filling process
❒ Loss/waste in label production
❒ Yield on sleeving process
❒ Damage in transit
❒ Finished goods taste
❒ Finished goods look

Again, there is little need for changes. Only minor adjustments are needed in the sleeving, blending, filling and labeling processes. Over 90% of the initial run is salable and we anticipate a better yield on the subsequent run, in additional to higher quantities resulting in higher margins from lower costs.

Growth and Outlook and Planning for Second and Third Quarters of 2018

The company expects to begin shipping much of its current inventory through its distribution network in the beginning of Q2, 2018 with expectations of rapid growth on SoMATCHAAH. With a high level of retail interest and several key account commitments that are pending the setup of Matchaah and its products with distributors in Q1, rapid growth in Q2 and Q3 is expected. While finalizing distribution and refining products for expanded launch in Q2, management also took the first quarter to identify risks in the growth potential that it faces in Q2 and beyond. Those risks are in the areas of production, logistics, finance, and fulfillment. Management began discussions and has since secured an agreement with two outside independent contractors who are highly accredited in the areas of finance, investor relations, and operations, including certified financial analyst, to assist in developing the necessary tools required for a growing brand portfolio and anticipated rapid growth. After reviewing the current operational models, management and processes that were used for production, inventory management, planning and fulfillment of orders in 2017, the following areas are being considered to refine the existing models and methods and develop new ones to be able to capture new growth opportune and mitigate losses due to inferior planning and management of operations during growth stages:

- Material lead times
- Production schedules
- Line time availability
- Production capacity and lead times with each of our co-packers
- Slotting and/or launch promotions

Forecasting models will be put in place in Q2 that consider the above variables and company functions and also align with sales, retail purchasing and promotional calendars and category reset timelines.

These factors will also impact the company's cash conversion cycle and its ability to capture new growth opportunities if not properly planned for. If the products produce velocities at the level we anticipate, and store counts increase monthly, management will need to maintain a focus on continuously raising capital as we face the challenge of a continuous need to ramp up inventory hold it until category resets happen.

Logistics and fulfillment will need to be another key area of focus in Q2 and Q3. Management to develop complex and relevant forecasting models with assumptions and variable based on the company's current business model and the expected growth forecasts to minimize the risk of "out of stock" and late shipments cause retailer charge backs and penalties while being in better position to capture new opportunities and launch the new RTD and powder platforms that Matchaah already has developed with co-packers and suppliers in place.

Expenses

The Company incurred expenses for deferred compensation for legal, sales, marketing and the CEO, totaling approximately $85,000 during the first quarter ending March 31, 2018.

In addition to deferred compensation, the company incurred additional expenses relating to the production of its first and second product launches.

Anticipated Increases in Expenses

The Company anticipates increased expenses in 2018 related to the need for additional accounting and administrative personnel as a result of the substantial increase in the Company's sales.

Off-Balance Sheet Transactions

Matchaah has been subleasing its office space from CPG Logic at $4,800 per month. The lease runs from October 2016 to December 2017. Effective as of October 1, 2017, the Company took over the lease from CPG Logic, Inc. and negotiated a portion of the yearly rent valued at $19,200, (four months) to be paid with the issuance of 50,000 shares of the Company's common stock.

In anticipation of increased demand for inventory and expenses, management arranged to have the option to defer payments to CPG Logic, Inc. for the intellectual property until July, 2018. This gives the Company the option to use its cash flow to continue producing product and help pay for increased expenses related to the anticipated functioned activities.

Defaults of Senior Securities

The Company is not presently in default on any promissory notes.

Increase/Decrease in Authorized Shares

None. There has been no change since the Company's last quarterly filing on September 30, 2017.

Departure of Director or Principal Officers; Appointment of Principal Officer

None. There has been no change since the Company's last quarterly filing on September 30, 2017.

PART E – ISSUANCE HISTORY

ITEM XVI– **List of securities offerings and shares issued for services in the past two years.**

On December 20, 2016, in conjunction with the 251(g) reorganization an entity and three individuals purchased 340,000 common shares in exchange for $170,000 cash. As of December 31, 2017 these shares had not been issued and were reflected as “Stock To Be Issued” on the Company’s balance sheet.

At the end of this reporting period and immediately subsequent thereto, the Company sold an aggregate of 254,579 restricted shares of its common stock pursuant to the exemptions from registration under Section 4(2) and/or Rule 506 of the Securities Act of 1933, as amended, to 6 strategic investors in exchange for $180,001 cash. The Company issued these shares at a discount to the market at an average price per share of $0.71, in prices ranging from $0.50 per share to $1.05 per share. The Company’s management identified these purchasers as strategic investors, with each having significantly more to contribute to the Company’s success than the funds they invested. The discounts provided were based on a combination of the amount invested and the relative additional value management believed the purchaser would provide. Management believes that having these individuals and entities invested in the Company will provide them with additional incentive to advance the Company’s business, for the benefit of the Company and its shareholders. The sales that were made during this period are reflected in the Company’s financial statements as shares to be issued but were not issued as of the date of the financial statements accompanying this report. As of December 31, 2017, 92,079 of these shares had not been issued and were reflected as “Stock To Be Issued” on the Company’s balance sheet; however they were subsequently issued during the first quarter of 2018.

PART F – EXHIBITS

ITEM XVII– **Material Contracts**

INCLUDED IN JUNE 30, 2017 QUARTERLY DISCLOSURE.

NO CHANGES SUBSEQUENT TO THAT FILING.

ITEM XVIII – **Articles of Incorporation and Bylaws.**

INCLUDED IN DECEMBER 31, 2016 ANNUAL DISCLOSURE
SEE EXHIBITS TO DECEMBER 31, 2016 FILING

ITEM XIX – **Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

NONE

ITEM XX – **Issuer’s Certifications**

1. I, Paul Henson, have reviewed this December 31, 2017 Annual Disclosure Statement of Matchaah Holdings, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: May 15, 2018

/s/ *Paul Henson*
Paul Henson, President and CEO

ITEM XII – Financial information for the issuer's most recent and preceding fiscal period

FINANCIAL STATEMENTS FOR MATCHAAH HOLDINGS, INC. FOR THE QUARTER ENDED MARCH 31, 2018 AND YEAR ENDED DECEMBER 31, 2017.

Matchaah Holdings, Inc.

Consolidated Balance Sheets

(Unaudited)

ASSETS

	March 31, 2018	December 31, 2017
CURRENT ASSETS		
Cash and cash equivalents	$ 109,472	$ 120,196
Accounts receivable, net	22,413	156,748
Prepaid rent	-	4,800
Total current assets	131,885	281,744
INVENTORY, net	174,753	121,086
EQUIPMENT, net	2,950	2,950
OTHER ASSETS		
Intellectual property	600,000	600,000
Consolidated goodwill	599,000	599,000
Organization costs	-	-
Total Assets	$ 1,508,588	$ 1,604,780

LIABILITIES AND STOCKHOLDERS' EQUITY

	March 31, 2018	December 31, 2017
CURRENT LIABILITIES		
Accounts payable	$ 89,225	$ 109,817
Advances from shareholders	-	10,032
Total current liabilities	89,225	119,849
LONG-TERM LIABILITIES		
Accrued salaries	326,483	264,463
Note payable - related party	554,931	556,229
	881,414	820,692
TOTAL LIABILITIES	970,639	940,541
STOCKHOLDERS' EQUITY		
Preferred stock - par value $.0001, 5,000,000 and 20,600,010 shares authorized respectively, 600,010 and 600,010 shares issued and outstanding respectively	60	60
Common stock - par value $.0001, 200,000,000 and 6,000,000,000 shares authorized respectively, 50,455,753 and 50,363,674 shares issued and outstanding respectively	5,046	5,036
Paid-in capital	775,153	695,147
Stock to be issued	224,185	269,201
Retained earnings (deficit)	(466,495)	(305,205)
Total stockholders' equity	537,949	664,239
Total Liabilities and Stockholders' Equity	$ 1,508,588	$ 1,604,780

The accompanying notes are an integral part of these financial statements.

Matchaah Holdings, Inc.
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended		Year Ended	
	March 31, 2018	March 31, 2017	December 31, 2017	December 31, 2016
Revenue	$ 25,710	$ -	$ 510,693	$ -
Cost of revenue	9,257	-	193,328	-
Gross Profit	16,453	-	317,365	-
Selling and marketing expenses	49,009	35,905	69,205	-
General and administrative expenses	128,734	87,845	547,629	100,702
Total operating expense	177,743	123,750	616,834	100,702
Loss from operations	(161,290)	(123,750)	(299,469)	(100,702)
Other Income (Expense):				
Interest income	-	-	-	-
Interest expense	-	-	-	-
Total Other Income (Expense)	-	-	-	-
Net Loss Before Income Taxes	(161,290)	(123,750)	(299,469)	(100,702)
Provision for income taxes	-	-	-	-
Net Loss	$ (161,290)	$ (123,750)	$ (299,469)	$ (100,702)
Earnings Per Share (see Note 2)				
Weighted average number of common stock outstanding	50,282,424	25,250,008	50,282,424	25,250,008
Net income (loss) per share	$ 0.01	$ -	$ (0.01)	$ -

Matchaah Holdings, Inc.

Consolidated Statement of Stockholders' Equity

(Unaudited)

	Preferred Stock		Common Stock		Paid-in	Stock To Be	Accumulated	Treasury	
	Shares	Amount	Shares	Amount	Capital	Issued	Deficit	Stock	Total
Balance, December 31, 2015	230,343	$ 23	701,174	$ 70	$ 598,297	$ -	$ (408,381)	$ (190,000)	$ 9
Cancellation of common shares returned by various shareholders (November 28, 2016)			(384,443)	$ (38)	$ 38				-
Issuance of common shares in exchange for debt cancellation (November 30, 2016)			384,443	$ 38	$ 64,362				64,400
Board of directors apporve a 1:7,109 reverse split of the common shares (December 20, 2016)									
Issuance of common shares in exchange for debt cancellation and return of Series A preferred stock (December 20,2016)	(10)	$ -	500,000	$ 50	$ (130,050)			$ 190,000	60,000
Issuance of common shares in exchange for debt cancellation (December 28, 2016)			1,000,000	$ 100	$ 119,900				120,000
Balance, December 20, 2016	230,333	$ 23	2,201,174	$ 220	$ 652,547	$ -	$ (408,381)	$ -	$ 244,409
Transfer of assets and liabilities to subsidiary (December 21, 2016)					$ (652,547)		$ 408,381		(244,166)
Issuance of common, Series A and B preferred shares for partial acqusition of subsidiary (December 21, 2016)	369,677	$ 37	200,000	$ 20	$ 2,380				2,437
Issuance of common shares for partial acqusition of subsidiary (December 21, 2016)			4,000,000	$ 400	$ 49,996				50,396
Issuance of common shares for partial acqusition of subsidiary (December 21, 2016)			43,800,000	$ 4,380	$ 542,787				547,167
Stock to be issued in exchange for cash (December 31, 2016)						$ 170,000			170,000
Net income (loss)							(290,626)		(290,626)
Balance, December 31, 2016	600,010	$ 60	$ 50,201,174	$ 5,020	$ 595,163	$ 170,000	$ (290,626)	$ -	$ 479,617
Spin off of wholly-owned subsidiary (July 1, 2017)							$ 284,890		284,890
Stock to be issued in exchange for cash (September 30, 2017)						$ 180,001			180,001
Stock to be issued in exchange for rent (October 1, 2017)						$ 19,200			19,200
Issuance of stock for cash (Novermber 13, 2017)			162,500	$ 16	$ 99,984	$ (100,000)			-
Net income (loss)							(299,469)		(299,469)
Balance, December 31, 2017	600,010	$ 60	50,363,674	$ 5,036	$ 695,147	$ 269,201	$ (305,205)	$ -	$ 664,239
Issuance of stock for cash (January 30 ,2018)			92,079	$ 9	$ 80,007	$ (80,016)			-
Stock to be issued in exchange for services (March 31, 2018)						$ 35,000			35,000
Net income (loss)							(161,290)		(161,290)
Balance, March 31, 2018	600,010	$ 60	50,455,753	$ 5,045	$ 775,154	$ 224,185	$ (466,495)	$ -	$ 537,949

The accompanying notes are an integral part of these financial statements.

Matchaah Holdings, Inc.

Consolidated Statements of Cash Flows

(Unaudited)

	Three Months Ended March 31, 2018	Year Ended December 31, 2017
Operating Activities		
Net income (loss)	$ (161,290)	$ (299,469)
Adjustments to reconcile net loss to net cash:		
useed in operating activities:		
Non-cash compensation	97,500	264,463
Non-cash rent	4,800	14,400
Depreciation and amortization	-	-
Changes in assets and liabilities:		
Accounts receivable, net	134,335	(156,748)
Inventory	(53,667)	(121,086)
Accounts payable	(20,592)	108,253
Spin-off of subsidiary	-	10,777
Total adjustments	162,376	120,059
Net cash used in operating activities	1,086	(179,410)
Investing Activities		
Acquisition of equipment	-	(2,950)
Acquisition of intangible assets	-	-
Net cash provided by investing activities	-	(2,950)
Financing Activities		
Issuance of stock for cash	-	180,001
Reimbursement of organization costs	-	1,000
Payments on borrowings	(11,810)	(18,771)
Proceeds from borrowings	-	-
Net cash provided by financing activities	(11,810)	162,230
Net increase in cash and cash equivalents	(10,724)	(20,130)
Cash and cash equivalents at beginning of period	120,196	140,326
Cash and cash equivalents at end of period	$ 109,472	$ 120,196
Supplemental cash flow information:		
Cash paid during the period for interest	$ -	$ -
Cash paid during the period for income taxes	$ -	$ -
Noncash investing and financing activities:		
Acquisition of assets by issuance of stock	$ -	$ -
Settlement of debt by issuance of stock	$ -	$ -

NOTE 1 - <u>Organization and Basis of Presentation</u>

Matchaah Holdings, Inc., a Delaware corporation, was incorporated on December 21, 2016 as part of and pursuant to Delaware General Corporation Law Section 251(g) by and among Matchaah Holdings, Inc., Gear International, Inc. and Gear International Holdings, Inc. (the "Reorganization"). Under the terms of the Reorganization, the shareholders of Gear International, Inc. became shareholders of Matchaah Holdings, Inc., Gear International, Inc. was merged with and into Gear International Holdings, Inc., with Gear International Holdings, Inc. surviving and emerging as a wholly owned subsidiary of Matchaah Holdings, Inc. (the successor public issuer). Simultaneously with the Reorganization and as part of the RTO, the shareholders of Matchaah, Inc. entered into a share exchange agreement with Matchaah Holdings, Inc. and Matchaah, Inc. became a wholly owned subsidiary of Matchaah Holdings, Inc. As part of these transactions, in order to accommodate the acquisition of Matchaah, Inc., Matchaah Holdings effected a 1 for 7,109 reverse split of its common stock. Fractional shares were rounded up to the next full share and all shareholders' certificates with fewer than 100 shares after the reverse stock split were rounded up to 100 shares. Following the RTO and completion of these transactions, Matchaah, Holdings, Inc. became the successor publicly traded issuer, with 50,177,374 share of common stock, $0.0001 par value, issued and outstanding.

Matchaah, Inc., a Minnesota corporation, the wholly owned subsidiary of Matchaah Holdings, Inc., is headquartered in Minneapolis. Matchaah, Inc., was founded in September of 2016 and decided to enter the U.S. capital markets through a reverse takeover of a publicly traded company ("RTO") namely Gear International, Inc. As part of the RTO and the transactions described below, Gear International, Inc. changed domiciles from the State of Wyoming and was reincorporated in the State of Delaware. In order to effect the change in domicile, a certificate of conversion and a new certificate of incorporation were filed in the State of Delaware and the company's charter was dissolved in the State of Wyoming.

Effective July 1, 2017, Gear International Holdings, Inc. was spun off and Matchaah Holdings, Inc. has only the one subsidiary, Matchaah, Inc.

In the opinion of management, the accompanying balance sheets and related statements of income, cash flows, and stockholders' equity, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions.

NOTE 2 - Summary of Significant Accounting Policies

Principles of Consolidation – The accompanying consolidated financial statements include the accounts of Matchaah Holdings, Inc. and Matchaah, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents - The Company considers those short-term, highly liquid investments with original maturities of three months or less as cash and cash equivalents. There are no cash equivalents as the balance sheet date.

Long-Lived Assets - The Company reviews its long-lived assets for impairments. Impairment losses on long-lived assets are recognized when events or changes in circumstances indicate that the undiscounted cash flows estimated to be generated by such assets are less than their carrying value and, accordingly, all or a portion of such carrying value may not be recoverable. Impairment losses then are measured by comparing the fair value of assets to their carrying amounts.

Revenue Recognition – Sales are recognized upon shipment of product to the customer. Provisions for returns and allowances are recorded in the period sales occur. Payments received from customers prior to shipment of the product to them are recorded as customer deposit liabilities.

Income Taxes - The Company's current provision for income taxes is based upon its estimated taxable income in each of the jurisdictions in which it operates, after considering the impact on taxable income of temporary differences resulting from different treatment of items for tax and financial reporting purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and any operating loss or tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in those periods in which temporary differences become deductible. Should management determine that it is more likely than not that some portion of the deferred tax assets will not be realized, a valuation allowance against the deferred tax assets would be established in the period such determination was made.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Accounts Receivable – Trades receivables are recorded at net realizable value consisting of the carrying amount less the allowance for doubtful accounts, as needed. Factors used to establish an allowance include the credit quality of the customer and whether the balance is significant. The Company may also use the direct write-off method to account for uncollectible accounts that are not received. Using the direct write-off method, trade receivable balances are written off to bad debts expense when an account balance is deemed to be uncollectible.

Inventory – Inventory consist of raw materials and finished goods. Inventory include only the purchase costs and are stated at the lower of cost or market. Inventory cost is determined using the FIFO method.

Property and Equipment – Property and equipment is stated at cost, less accumulated depreciation and amortization. Depreciation and amortization is computed on a straight-line basis over the estimated useful lives of the assets. Upon disposition of assets, the related cost and accumulated depreciation and amortization is eliminated and any gain or loss is included in the statement of operations. Expenditures for major improvements are capitalized. Maintenance and repairs are expensed as incurred.

Goodwill and Intangible Assets – The Company's intangible assets, acquired by the Company's wholly-owned subsidiary Matchaah Inc. for $600,000 in September, 2016, include tradename, formulas, trade secrets, packaging designs, artwork, customer lists and other intangible assets. These assets are deemed to have indefinite lives and, accordingly, are not amortized, but are evaluated for impairment at least annually. In conjunction with the reverse takeover and 251(g) reorganization, the Company has established the purchase price of Matchaah Inc., based upon its value as of December 21, 2016, the reorganization date, to be $600,000. The purchase price exceeded the fair value of the net assets acquired by $600,000. This balance was allocated to goodwill.

NOTE 3 - Acquisition of Subsidiaries

On December 21, 2016, Gear International, Inc. entered into a reorganization pursuant to Delaware General Corporation Law Section 251(g) by and among Gear International, Inc., Gear International Holdings, Inc. and Matchaah Holdings, Inc. (the "Reorganization"). Under the terms of the Reorganization, the shareholders of Gear International, Inc. became shareholders of Matchaah Holdings, Inc., Gear International, Inc. was merged with and into Gear International Holdings, Inc., with Gear International Holdings, Inc. surviving and emerging as a wholly owned subsidiary of Matchaah Holdings, Inc. (the successor public issuer).

Matchaah, Inc., a Minnesota corporation, the wholly owned subsidiary of Matchaah Holdings, Inc., is headquartered in Minneapolis. Matchaah, Inc., was founded in September of 2016 and decided to enter the U.S. capital markets through a reverse takeover of a publicly traded company ("RTO") namely Gear International, Inc. As part of the RTO and the transactions described below, Gear International, Inc. changed domiciles from the State of Wyoming and was reincorporated in the State of Delaware. In order to effect the change in domicile, a certificate of conversion and a new certificate of incorporation were filed in the State of Delaware and the company's charter was dissolved in the State of Wyoming.

Matchaah Holdings, Inc., a Delaware corporation was incorporated on December 21, 2016 as part of the RTO and 251(g) reorganization. Simultaneously with the Reorganization and as part of the RTO, the shareholders of Matchaah, Inc. entered into a share exchange agreement with Matchaah Holdings, Inc. and Matchaah, Inc. became a wholly owned subsidiary of Matchaah Holdings, Inc. In conjunction with the reverse takeover and 251(g) reorganization, the Company has established the purchase price of Matchaah Inc., based upon its value as of December 21, 2016, the reorganization date, to be $600,000. The purchase price exceeded the fair value of the net assets acquired by $600,000. This balance was allocated to goodwill.

As part of these transactions, in order to accommodate the acquisition of Matchaah, Inc., Matchaah Holdings effected a 1 for 7,109 reverse split of its common stock. Fractional shares were rounded up to the next full share and all shareholders' certificates with fewer than 100 shares after the reverse stock split were rounded up to 100 shares. Following the RTO and completion of these transactions, Matchaah, Holdings, Inc. became the successor publicly traded issuer, with 50,201,174 shares of common stock, $0.0001 par value, issued and outstanding.

Effective July 1, 2017, Gear International Holdings, Inc. was spun off and Matchaah Holdings, Inc. has only the one subsidiary, Matchaah, Inc.

NOTE 4 - Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of its liabilities in the normal course of business. Through March 31, 2018 the Company had incurred cumulative losses of $466,495 and has working capital of $42,660 as of March 31, 2018. The Company's ability to continue as a going concern is dependent upon achieving a level of revenues adequate to support the Company's cost structure. Management's plan of operations anticipates that the cash requirements for the next twelve months will be met through product sales, cash flows from operations and third party financing. There is no assurance that the company will be able to implement the plan.

NOTE 5 - Stockholders' Equity

On December 20, 2016, the Board of Directors approved a 1-for-7,109 reverse split of the common shares. Fractional shares were rounded up to the next full share and all shareholders' certificates with fewer than 100 shares after the reverse stock split were rounded up to 100 shares. All share and per share information is the accompanying consolidated financial statements and footnotes has been retroactively restated to reflect this reverse split.

Preferred Stock

Series A: The holders of the Series A Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series A Preferred Stock shall have super-voting rights equal to the total aggregate number of all common shares and all preferred shares issued and outstanding. The Series A Preferred Shares shall have no conversion rights.

Series B: The holders of the Series B Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series B Preferred Stock shall have votes based upon its conversion rate and converts to common on a basis of .01-for-1. Each share of the Series B Preferred Shares will therefore be entitled to one one-hundredth votes per share and each share of the Series B Preferred Shares may be converted, at the option of the holder, at any time, and / or from time to time, into one one-hundredth (.01) shares of the Corporation's common stock.

Series C: The holders of the Series C Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series C Preferred Stock shall have votes based upon its conversion rate. Each share of the Series C Preferred Shares will therefore be entitled to ten (10) votes per share. Each share of the Series C Preferred Shares shall be convertible, at any time, and / or from time to time, into ten (10) shares of the Corporation's common stock.

<u>2016:</u>
On November 28, 2016, various shareholders returned a total of 384,443 shares for cancellation.

On November 30, 2016, a total of 192,222 shares were issued to an officer in payment of $32,200.00 of accrued salaries.

On November 30, 2016, a total of 192,221 shares were issued to an individual in payment of $32,200 of debt.

On December 20, 2016, in conjunction with the 251(g) reorganization:
-The former sole officer/sole director exchanged 6 Series A shares plus $60,000 in accrued salaries for 500,000 shares of common stock.
-The new CEO/director was issued 43,000,000 common shares, 9 Series A shares and 332,700 Series B shares in exchange for certain shares he owns in Matchaah, Inc.
-An individual was issued 5,000,000 common shares, 1 Series A share and 36,967 Series B shares in exchange for certain shares he owns in Matchaah, Inc.
-Two individuals each exchanged $60,000 of debt 500,000 common shares.
-An entity and three individuals purchased 340,000 common shares in exchange for $170,000 cash. As of December 31, 2017 the shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

2017:
During the quarter ended September 30, 2017, an entity and five individuals purchased 254,579 common shares in exchange for $180,001 cash. As of December 31, 2017, 92,079 of these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

On October 1, 2017, the Company agreed to issue 50,000 common shares to an individual in exchange for $19,200 rent. As of December 31, 2017 these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

2018:
On March 31, 2018, the Company agreed to issue 50,000 common shares to an individual in exchange for services valued at $35,000. As of March 31, 2018 these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

Stock Options and Warrants

During the quarter ended March 31,2018 the Company issued various warrants for services. A summary of the Company's warrants is as follows:

	Shares	Exercise Price	Expiration Date	Vested
Outstanding, January 1, 2017	-	-	-	-
Issued in 2017	400,000	$1.10	12-31-20	400,000
Issued in 2017	165,000	$0.05	12-31-20	165,000
Outstanding, December 31, 2017	565,000			565,000
Issued in Q1, 2018	400,000	$1.10	12-31-20	100,000
Issued in Q1, 2018	40,000	$0.05	12-31-20	10,000
Outstanding, March 31, 2018	1,005,000			675,000

NOTE 6 - Commitments and Contingencies

Litigation
At December 31, 2017 the Company was not party to any legal proceedings. To the knowledge of management, no federal, state or local governmental agency is presently contemplating any proceeding against the Company.

Lease

The Company leases office space for $4800 month lease from a company owned by the president. The lease runs from October, 2016 through December, 2017. On October 1, 2017, the Company agreed to issue 50,000 common shares to an individual in exchange for $19,200 rent. As of December 31, 2017 these shares had not been issued and were reflected as “Stock To Be Issued” on the Company’s balance sheet.

NOTE 7 - Related Party Transactions

See Note 5 for equity transactions with related parties made in conjunction with the reorganization that occurred on December 21, 2017. See Note 6 for a lease transaction with a related party.

On September 28, 2016, the Company’s wholly-owned subsidiary, Matchaah, Inc., acquired certain intellectual property from CPG Logic, Inc., a company owned by the Company’s CEO, for $600,000. The sale included tradename, formulas, trade secrets, packaging designs, artwork, customer lists and other intangible assets. Under the terms of the sale, the purchase price of $600,000 is to be paid as follows: $25,000 on or before December 31, 2016 and the balance of $575,000 to paid out of revenues each month limited to 5% of gross revenues actually collected, net of returns and allowances. At the Company’s option, $300,000 of this debt can be converted into shares of the Company’s common stock based on a conversion rate of $4 per share.

During the year ended December 31, 2017 the Company: accrued salary totaling $150,000 and issued 200,000 warrants to its CEO/President; accrued salary of $110,000 and issued 200,000 warrants to its Secretary/Chief Counsel as part of their compensation packages. The warrants have an exercise price of $1.10 and an expiration date of December 31, 2020. As of December 31, 2017, 200,000 of these warrants had vested to each officer.

During the quarter ended March 31, 2018 the Company: accrued salary totaling $37,500 and issued 200,000 warrants to its CEO/President; accrued salary of $25,000 and issued 200,000 warrants to its Secretary/Chief Counsel as part of their compensation packages. The warrants have an exercise price of $1.10 and an expiration date of December 31, 2020. As of March 31, 2018, 50,000 of these warrants had vested to each officer.

NOTE 8 - Income Taxes

No provision for income taxes has been recorded in these financial statements based on accumulated net operating losses of $466,495 since December 21, 2016, the effective date of the 251g reorganization. These losses may be used to offset against future taxable income. Net operating losses accumulated prior to the December 21, 2016 251g reorganization date were lost based upon IRS change of ownership limitations. Due to the uncertainty as to the utilization of net operating loss carry-forwards, an evaluation allowance has been made to the extent of any tax benefit that net operating losses may generate.

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and the related valuation account as of March 31, 2018 is as follows:

Deferred tax asset:	
Net operating loss carry-forward	$ 186,598
Valuation allowance	(186,598)
	$ -